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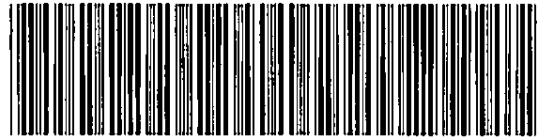
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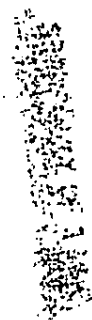


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C. McNamee

ARTHUR C. HOPKINS, JR.

ATTORNEY AT LAW
1135 BROAD STREET
CLIFTON, NEW JERSEY 07013

(973) 773-8003
FAX (973) 778-0423

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Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Re: File No. 4491
Grace New Covenant Church, Incorporated into New Testament Ministries

Dear Sir/Madam:

Enclosed please find original and one (1) copy of a Certificate of Merger of Grace New Covenant Church, Incorporated into New Testament Ministries. Kindly file the original and mark the remaining copy filed, and return the copy to this office in the enclosed self-addressed stamped envelope. Enclosed please find my check for \$70.00 in payment of the requisite filing fee.

Very truly yours,

Arthur C. Hopkins, Jr.

ACH:bt
Enclosures
cc: Ms. Vasanthi Thiagarajan

CERTIFICATE OF MERGER
OF
GRACE NEW COVENANT CHURCH, INCORPORATED
A Florida Not for Profit Corporation
INTO
NEW TESTAMENT MINISTRIES
A New Jersey Nonprofit Corporation

Pursuant to Chapter 10 of Title 15A of the New Jersey Statutes and Section 617.1105, Florida Statutes

I. **PARTIES TO THE MERGER.**

Grace New Covenant Church, Incorporated, Document Number N10000010257, and New Testament Ministries, 0100411748, are respectively a Florida Not for Profit and a New Jersey Nonprofit corporation which are the parties to the merger and each of which have trustees entitled to vote thereon. New Testament Ministries shall be the surviving corporation.

II. **PLAN OF MERGER.**

1. Grace New Covenant Church, Incorporated shall be merged into New Testament Ministries in accordance with the Plan of Merger attached hereto.
2. The names and addresses of the initial trustees of the surviving corporation are:

Names

Gregg Wilson
William Parker
Carland Wright
Varghese Mangalath

Samuel Mathew
Dojun Yoshikami
Lisa Billow
Pamela Kishaba
Olivia Ray
Gale Miskimen

Addresses

507 Orange Street, Newark, NJ
507 Orange Street, Newark, NJ
306 Rumsey Road, Yonkers, NY
1800 Ellesmere Road, Scarborough, ON
(Canada)
541 E Allegheney Ave, Philadelphia, PA
79 Park Ave, Amityville, NY
507 Orange Street, Newark, NJ
79 Park Ave, Amityville, NY
1119 Washington Ave, Brooklyn, NY
1332 Hunterman Lane, Winter Garden, FL

III. **STATEMENT WITH RESPECT TO MEMBERS.**

1. Grace New Covenant Church, Incorporated is a corporation without members. The total number of trustees at the duly called meeting and entitled to vote on the plan of merger is 6 (six). In accordance with N.J.S.A. 15A:10-3 and Section 617.1103, Florida Statutes, the trustees of the corporation are entitled to vote upon the Plan of Merger. Such trustees have approved the plan of merger at a meeting held for that purpose on May 23, 2019, with 6 (six) trustees voting for the plan and no trustees voting against the merger.

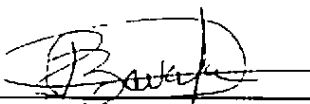
2. New Testament Ministries is a corporation without members. The total number of trustees in attendance at the duly called meeting and entitled to vote on the plan of merger was 10 (ten). In accordance with N.J.S.A. 15A:10-3 and Section 617.1103, Florida Statutes, the trustees of the corporation are entitled to vote upon the Plan of Merger. Such trustees have approved the plan of merger at a meeting held for that purpose on May 23, 2019, with 10 (ten) trustees voting for the plan and no trustees voting against the merger.

IV. **EXECUTION.**

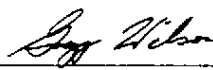
Pursuant to the provisions of N.J.S.A. 15A:10-5 and Section 617.1105, Florida Statutes, and in order to effect the plan of merger hereinabove set forth, each of the corporations that are parties to the merger have caused this Certificate of Merger to be signed by its President and Secretary, this 14th day of June, 2019.

ATTEST:

GRACE NEW COVENANT CHURCH,
INCORPORATED



Patricia Zavala, Secretary

By: 


Gregg Wilson, President

ATTEST:

NEW TESTAMENT MINISTRIES



Lisa Billow, Secretary

By: 

Gregg Wilson, President

PLAN OF MERGER

PLAN OF MERGER

Between GRACE NEW COVENANT CHURCH, INCORPORATED, a Not for Profit corporation organized and existing under the laws of the State of Florida, having its principal location at 5451 NW 15th Street, Margate, Florida 33063 (referred to throughout as "Grace");

AND

NEW TESTAMENT MINISTRIES, a nonprofit corporation organized and existing under the laws of the State of New Jersey, having its principal location at 505-507 Orange Street, Newark, New Jersey 07107 (referred to throughout as the "New Testament").

1. Identification of Parties. Grace and New Testament are referred to collectively throughout this document as "the Corporations." The term "Surviving Corporation" is used throughout this document to mean the entity that will exist after the Effective Date (as that term is defined in paragraph 5 below), at which time Grace will have been merged into New Testament.
2. Purpose of this Document. This document is intended to summarize the terms of a merger whereby Grace will be merged into New Testament, pursuant to N.J.S.A. 15A:10-1 et seq and section 617.1101 et seq., Florida Statutes.
3. Approval by Trustees. The merger which is contemplated by this Plan of Merger will not take place until trustees of Grace and the trustees of New Testament, have approved this Plan of Merger at a meeting called for that purpose.
4. Actions by Corporate Officers. If the Plan of Merger is approved by trustees, the Corporations will cause their appropriate corporate officers to execute a Certificate of Merger in the form attached hereto. The Plan shall be attached to the Certificate. That Certificate will thereafter be filed in the office of the New Jersey Division of Revenue in accordance with N.J.S.A. 15A:10-5b and with the Florida Department of State in accordance with section 617.1105, Florida Statutes, by the Surviving Corporation.
5. Effect of Merger. The day on which the Certificate of Merger is filed (the "Effective Date"), the merger shall become effective and Grace shall cease to exist as a separate entity. As of that date, the Surviving Corporation shall be fully vested in all of Grace's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties under applicable law.
6. Trustees of Grace. On the Effective Date, no trustee of Grace shall become a trustee of the Surviving Corporation by virtue of the merger although there are trustees who presently serve on the boards of both corporations.
7. Trustees of New Testament. Each trustee of New Testament prior to the Effective Date shall

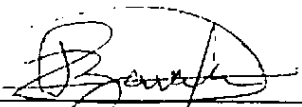
continue as a trustee of the Surviving Corporation as of the Effective Date, without the need for trustees of New Testament to take any action with respect thereto.

8. Articles of Incorporation. The Certificate of Incorporation of New Testament in effect immediately before the Effective Date shall, without any changes, be the Certificate of Incorporation of the Surviving Corporation as of the Effective Date. Nothing herein is intended to prevent the Surviving Corporation from thereafter amending its Certificate of Incorporation in accordance with applicable law.

9. Amendment and Waiver. The corporation entitled to the benefit of a term or condition of the Plan may waive that term or condition by action of its Board of Trustees. The Plan may be amended or modified in whole or in part at any time before the filing of the Certificate of Merger by an agreement in writing executed by the Boards of the Corporations.

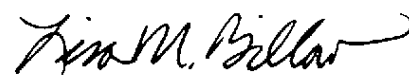
10. Termination. The Plan may be terminated at any time before the Effective Date, and the Merger abandoned by mutual consent of the Board of Trustees of the Corporations.

I, Patricia Zavala, the Secretary of Grace, a not for profit corporation organized and existing under the laws of the State of Florida, certify that a resolution approving the within Plan of Merger was adopted by the Corporation's Board of Trustees of said corporation at a special meeting held on May 23, 2019, a quorum being present, as recorded in the Corporation's minute book.



Patricia Zavala, Secretary

I, Lisa Billow, the Secretary of New Testament, a nonprofit corporation organized and existing under the laws of the State of New Jersey, certify that a resolution approving the within Plan of Merger was adopted by the Corporation's Board of Trustees of said corporation at a special meeting held on May 23, 2019, a quorum being present, as recorded in the Corporation's minute book.



Lisa Billow, Secretary